

10-10-03

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION**

Walter W. Thiemann,
on behalf of himself and of
all others similarly situated,

Plaintiff,

vs.

OHSL Financial Corporation, et al.

Defendants.

Case No. C-1-00-793

Judge Sandra S. Beckwith

Magistrate Judge Hogan

**AFFIDAVIT OF THOMAS A.
GERDES**

STATE OF OHIO :
 : SS:
COUNTY OF HAMILTON :

THOMAS A GERDES, being duly sworn, deposes and states as follows:

1. I am a former employee of Oak Hills Savings and Loan Company, F.A.. I am also a former OHSL shareholder and a current PFGI shareholder, due to the forced conversion of OHSL shares into PFGI shares. In this capacity, I am a member of the class. I opposed the transaction, and later learned that it had been induced through fraud.

2. I make this affidavit in opposition to the affidavit of Kenneth L. Hanauer in support of motion to decertify the class, which I have reviewed. This affidavit is based on my personal knowledge

3. During the 1980s and 1990s I worked at OHSL as a senior lending officer. In this capacity, I worked closely with Ken Hanauer until I left OHSL and also with Walter W. Thiemann.

4. Mr. Hanauer's affidavit is largely untrue in several key areas, based on my

personal knowledge. Mr. Hanauer states that Mr. Thiemann was "very bitter" about being passed over for the position of Chief Executive Officer in 1987, a position I also was considered for. Contrary to being "very bitter," Mr. Thiemann and I worked together with Mr. Hanauer and supported him since the time of his selection. During the entire time that Mr. Hanauer was OHSL's CEO, I did not detect any bitterness on the part of Walter W. Thiemann to Ken Hanauer or any members of OHSL's board, nor did I detect any bitterness from Ken Hanauer or members of OHSL's board to Walter W. Thiemann.

5. I never heard from any source (until reading Mr. Hanauer's affidavit) that Norbert G. Brinker allegedly promised the CEO job to Walter W. Thiemann. Based on the totality of facts and circumstances of my employment at OHSL, I do not believe that this allegation is true.

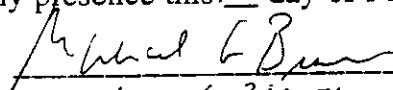
6. I do not have personal knowledge with respect to any compensation that Mr. Thiemann allegedly believed was due him after his retirement.

FURTHER AFFLIANT SAYETH NAUGHT



Thomas A. Gerdes

Sworn to before me and subscribed in my presence this 19th day of February 2002.



MICHAEL G. BRINKER

Notary Public

My Commission Expires 2/25/07